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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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JULY 28, 2009 NOTICE OF FILING OF SECOND AMENDED PLAN EXHIBIT 8.1(a)  
WITH RESPECT TO FIRST AMENDED JOINT PLAN OF REORGANIZATION OF  
DELPHI CORPORATION AND CERTAIN AFFILIATES, DEBTORS AND  
DEBTORS-IN-POSSESSION (AS MODIFIED)

("JULY 28, 2009 NOTICE OF FILING AMENDED PLAN EXHIBIT 8.1(a)")

1. On June 16, 2009, Delphi Corporation ("Delphi") and certain of its  
subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (the

"Debtors"), filed the First Amended Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (the "Modified Plan") (Docket No. 17030).

2. On the same date, the Debtors also filed the Supplement To First Amended Disclosure Statement With Respect To First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17031).

3. Also on June 16, 2009, the Court entered the Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date to Consider Modifications to Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date (the "Modification Procedures Order") (Docket No. 17032).

4. Paragraph 4 of the Modification Procedures Order requires that the Debtors file all exhibits and schedules (including all amendments thereto, the "Plan Exhibits") to the Modified Plan with the Court on or before July 2, 2009. On July 2, 2009, in compliance with paragraph 4 of the Modification Procedures Order, the Debtors filed the following Plan Exhibits (Docket No. 17557):

PLAN EXHIBIT	DESCRIPTION
7.3	Restructuring Transactions Notice
7.4(a)	Certificate Of Incorporation For Reorganized DPH Holdings
7.4(b)	Bylaws Of Reorganized DPH Holdings
7.7	Certain Schedules and Exhibits to Master Disposition Agreement Filed June 16, 2009
7.9	Post-Confirmation Reorganized DPH Holdings Share Trust Agreement
7.11	Management Compensation Plan
7.17	Delphi-PBGC Settlement Agreement
7.19	Retained Causes Of Action
8.1(a)	Executory Contracts And Unexpired Leases To Be Rejected
10.5	Administrative Claim Request Form

5. All Plan Exhibits are subject to all of the provisions of the Modified Plan including, without limitation, Article 14.3, under which the Debtors have reserved the right to alter, amend, or modify the Modified Plan or any Exhibits thereto under section 1127(a) of the Bankruptcy Code at any time prior to the Final Modification Hearing.

6. In accordance with Article 14.3 of the Modified Plan, on July 20, 2009, the Debtors filed amended Exhibit 8.1(a) (Executory Contracts And Unexpired Leases To Be Rejected).

7. In accordance with Article 14.3 of the Modified Plan, the Debtors have today filed the second amended Exhibit 8.1(a) (Executory Contracts And Unexpired Leases To Be Rejected).

8. Copies of the Plan Exhibits can be obtained at <http://www.nysb.uscourts.gov> or free of charge at <http://www.delphidocket.com> or, upon reasonable written request, from the

Creditor Voting Agent, Kurtzman Carlson Consultants LLC, 2335 Alaska Avenue, El Segundo,  
California 90245, Att'n: Delphi Corporation, et al.

Dated: New York, New York  
July 28, 2009

SKADDEN, ARPS, SLATE, MEAGHER  
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Debtors and Debtors-in-Possession

Second Amended Exhibit 8.1(a)

Executory Contracts And Unexpired Leases To Be Rejected

All Plan Exhibits are subject to all of the provisions of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (As Modified) (Docket No. 17030) (as subsequently modified or amended, the "Modified Plan"), including, without limitation, Article 14.3, under which the Debtors have reserved the right to alter, amend, or modify the Modified Plan or any Exhibits thereto.

**Second Amended Exhibit 8.1(a)**

**Executory Contracts And Unexpired Leases To Be Rejected**

1. Technology Transfer Agreement between Fitel USA Corp., a subsidiary of The Furukawa Electric Co., Ltd. and assignee of Lucent Technologies, Inc. with respect to Technology Transfer Agreement, and Delphi Automotive Systems LLC relating to LC Optical Connector Technology, original agreement dated May 8, 2001 and assignment from Lucent Technologies, Inc. to Fitel USA Corp. dated November 16, 2001
2. Contract No. 46288 with STANLEY ELECTRIC OF A. INC
3. Contract No. 46854 with STANLEY ELECTRIC OF A. INC
4. Contract No. 52593 with WORLD PRODUCTS INC
5. Contract No. 50252 with WORLD PRODUCTS INC
6. Contract No. 55561 with HAERTER STANZTECHNIK GMBH
7. Contract No. 53977 with OMRON DUALTEC AUTOMOTIVE ELEC
8. Contract No. 50063 with S T MICROELECTRONICS INC
9. Contract No. 46695 with PHILLIPS PLASTICS CORP
10. Contract No. 53074 with PARLEX CORPORATION
11. Contract No. 50579 with S T MICROELECTRONICS INC
12. Contract No. 54118 with STANLEY ELECTRIC OF A. INC
13. Contract No. 55779 with SUMCO INC
14. Contract No. 54106 with OSRAM
15. Contract No. 55403 with ON SEMICONDUCTOR LLC
16. Contract No. 54506 with CENTURY MOLD & TOOL CO INC
17. Contract No. 46247 with PHILLIPS PLASTICS CORP
18. Contract No. 54982 with J K L COMPONENTS
19. Contract No. 46246 with PHILLIPS PLASTICS CORP

20. Contract No. 54536 with CENTURY MOLD & TOOL CO INC
21. Contract No. 48417 with PHILLIPS PLASTICS CORP
22. Contract No. 50576 with S T MICROELECTRONICS INC
23. Contract No. 53073 with PARLEX CORPORATION
24. Contract No. 53285 with PHILLIPS PLASTICS CORP
25. Contract No. 48419 with PHILLIPS PLASTICS CORP
26. Contract No. 48415 with PHILLIPS PLASTICS CORP
27. Contract No. 52016 with ROWLEY SPRING CORP
28. Contract No. 49833 with ENGINEERED PLASTIC COMP
29. Contract No. 50322 with MURATA ELECTRONICS INC
30. Contract No. 53288 with PHILLIPS PLASTICS CORP
31. Contract No. 53168 with SYN TECH LTD
32. Contract No. 49609 with SYN TECH LTD
33. Contract No. 48418 with PHILLIPS PLASTICS CORP
34. Contract No. 48032 with STANLEY ELECTRIC OF A. INC
35. Contract No. 52594 with MURATA ELECTRONICS INC
36. Contract No. 49817 with MURATA ELECTRONICS INC
37. Contract No. 53112 with LITTELFUSE INC
38. Contract No. 50062 with S T MICROELECTRONICS INC
39. Contract No. 54925 with STANLEY ELECTRIC OF A. INC
40. Contract No. 52794 with LITTELFUSE INC
41. Contract No. 54009 with STANLEY ELECTRIC OF A. INC
42. Contract No. 54108 with OSRAM
43. Contract No. 52809 with PEC OF AMERICA
44. Contract No. 49822 with MURATA ELECTRONICS INC

45. Contract No. 46216 with ON SEMICONDUCTOR LLC
46. Contract No. 49682 with NICHICON CORP
47. Contract No. 55375 with NICHICON CORP
48. Contract No. 40804 with TELLA TOOL & MFG
49. Contract No. 53758 with PHILLIPS PLASTICS CORP
50. Contract No. 48414 with PHILLIPS PLASTICS CORP
51. Contract No. 50578 with S T MICROELECTRONICS INC
52. Contract No. 47208 with ARGENT AUTOMOTIVE SYSTEMS INC
53. Contract No. 50577 with S T MICROELECTRONICS INC
54. Contract No. 46221 with ON SEMICONDUCTOR LLC
55. Contract No. 53759 with PHILLIPS PLASTICS CORP
56. Contract No. 51963 with ROWLEY SPRING CORP
57. Contract No. 54856 with OMRON DUALTEC AUTOMOTIVE ELEC
58. Contract No. 52793 with LITTELFUSE INC
59. Contract No. 46223 with ON SEMICONDUCTOR LLC
60. Contract No. 53248 with ITT CANNON SWITCH PRODUCTS 2
61. Contract No. 47531 with NICHICON CORP
62. Contract No. 45005 with PHILLIPS PLASTICS CORP
63. Contract No. 52048 with ROWLEY SPRING CORP
64. Contract No. 53555 with NICHICON CORP
65. Contract No. 55651 with ON SEMICONDUCTOR LLC
66. Contract No. 41267 with GRAND TRAVERSE STAMPING
67. Contract No. 48856 with COMUS INTERNATIONAL INC.
68. Contract No. 46418 with PHILLIPS PLASTICS CORP
69. Contract No. 56191 with VISHAY AMERICAS INC



70. Contract No. 52032 with ROWLEY SPRING CORP
71. Contract No. 47079 with WAMCO INC
72. Contract No. 54061 with S T MICROELECTRONICS INC
73. Contract No. 54875 with MURATA ELECTRONICS INC
74. Contract No. 54017 with PLASTIC COMPONENTS INC
75. Contract No. 53469 with ON SEMICONDUCTOR LLC
76. Contract No. 52792 with LITTELFUSE INC
77. Contract No. 55391 with ST CLAIR PLASTICS
78. Contract No. 55714 with INFINEON TECHNOLOGIES CORP
79. Contract No. 52059 with ROWLEY SPRING CORP
80. Contract No. 52791 with LITTELFUSE INC
81. Contract No. 53008 with LITTELFUSE INC
82. Contract No. 55784 with SUMCO INC
83. Contract No. 54150 with LITTELFUSE INC
84. Contract No. 48416 with PHILLIPS PLASTICS CORP
85. Contract No. 41219 with SYN TECH LTD
86. Contract No. 54481 with MURATA ELECTRONICS INC
87. Contract No. 54487 with SYN TECH LTD
88. Contract No. 40643 with SOFANOUC INC
89. Contract No. 54089 with MURATA ELECTRONICS INC
90. Contract No. 49832 with ENGINEERED PLASTIC COMP
91. Contract No. 55794 with STANLEY ELECTRIC OF A. INC
92. Contract No. 53427 with ON SEMICONDUCTOR LLC
93. Contract No. 52057 with ROWLEY SPRING CORP
94. Contract No. 46222 with ON SEMICONDUCTOR LLC

95. Contract No. 53411 with LITTELFUSE INC
96. Contract No. 53823 with ON SEMICONDUCTOR LLC
97. Contract No. 54454 with MURATA ELECTRONICS INC
98. Contract No. 52393 with SYN TECH LTD
99. Contract No. 52353 with ON SEMICONDUCTOR LLC
100. Contract No. 50858 with KEMET ELECTRONICS CORP
101. Contract No. 52051 with ROWLEY SPRING CORP
102. Contract No. 54682 with PHILLIPS PLASTICS CORP
103. Contract No. 54062 with ON SEMICONDUCTOR LLC
104. Contract No. 52053 with ROWLEY SPRING CORP
105. Contract No. 54455 with MURATA ELECTRONICS INC
106. Contract No. 50647 with NICHICON CORP
107. Contract No. 52049 with ROWLEY SPRING CORP
108. Contract No. 47130 with SYN TECH LTD
109. Contract No. 52030 with ROWLEY SPRING CORP
110. Contract No. 50699 with PLASTIC COMPONENTS INC
111. Contract No. 47272 with PHILLIPS PLASTICS CORP
112. Contract No. 47075 with NICHICON CORP
113. Contract No. 46210 with ON SEMICONDUCTOR LLC
114. Contract No. 53708 with SOFANOUC INC
115. Contract No. 49038 with SYN TECH LTD
116. Contract No. 54855 with ENGINEERED PLASTICS COMPONENTS
117. Contract No. 52055 with ROWLEY SPRING CORP
118. Contract No. 48843 with STANLEY ELECTRIC OF A. INC
119. Contract No. 55168 with ON SEMICONDUCTOR LLC

120. Contract No. 50582 with ON SEMICONDUCTOR LLC
121. Contract No. 52050 with ROWLEY SPRING CORP
122. Contract No. 50333 with MURATA ELECTRONICS INC
123. Contract No. 52423 with JACKSON SPRING & MFG. CO. INC
124. Contract No. 54479 with MURATA ELECTRONICS INC
125. Contract No. 55544 with ON SEMICONDUCTOR LLC
126. Contract No. 54444 with NICHICON CORP
127. Contract No. 50325 with MURATA ELECTRONICS INC
128. Contract No. 55456 with ON SEMICONDUCTOR LLC
129. Contract No. 52043 with ROWLEY SPRING CORP
130. Contract No. 50857 with KEMET ELECTRONICS CORP
131. Contract No. 54459 with MURATA ELECTRONICS INC
132. Contract No. 46214 with ON SEMICONDUCTOR LLC
133. Contract No. 55402 with ON SEMICONDUCTOR LLC
134. Contract No. 52052 with ROWLEY SPRING CORP
135. Contract No. 55172 with ON SEMICONDUCTOR LLC
136. Contract No. 49820 with MURATA ELECTRONICS INC
137. Contract No. 55003 with MURATA ELECTRONICS INC
138. Contract No. 54983 with NICHICON CORP
139. Contract No. 47206 with ON SEMICONDUCTOR LLC
140. Contract No. 50584 with ON SEMICONDUCTOR LLC
141. Contract No. 45226 with ROHM ELECTRONICS USA, LLC
142. Contract No. 53289 with PHILLIPS PLASTICS CORP
143. Contract No. 53822 with ON SEMICONDUCTOR LLC
144. Contract No. 50334 with MURATA ELECTRONICS INC

145. Contract No. 54053 with ON SEMICONDUCTOR LLC
146. Contract No. 55579 with MURATA ELECTRONICS INC
147. Contract No. 46215 with ON SEMICONDUCTOR LLC
148. Contract No. 48956 with ON SEMICONDUCTOR LLC
149. Contract No. 54154 with MURATA ELECTRONICS INC
150. Contract No. 54090 with MURATA ELECTRONICS INC
151. Contract No. 47204 with ON SEMICONDUCTOR LLC
152. Contract No. 50828 with KEMET ELECTRONICS CORP
153. Contract No. 55178 with ON SEMICONDUCTOR LLC
154. Contract No. 50331 with MURATA ELECTRONICS INC
155. Contract No. 55711 with MURATA ELECTRONICS INC
156. Contract No. 550045174 with CINCH CONNECTORS INC
157. Contract No. 550044800 with CINCH CONNECTORS INC
158. Contract No. 550042117 with CINCH CONNECTORS INC
159. Contract No. P5420075 with HONEYWELL SENSING & EFT CONTROL
160. Contract No. P4120093 with COMMERCIAL SPRING & TOOL EFT COMPANY LIMITED
161. Contract No. P4120078 with SMALL PARTS INC EFT
162. Contract No. 550069607 with Fujitsu Ten
163. Learjet Agreement with Bank of America N.A., dated March 30, 2001
164. Charter Agreement between Delphi Automotive Systems Human Resources, LLC and Automotive Air Charter, Inc., dated Nov. 26, 2001
165. Aircraft Management Agreement between Delphi Automotive Systems Human Resources, LLC and Pentastar Aviation, LLC, dated Nov. 26, 2001
166. Consent to Aircraft Management Agreement and Charter Agreement and Assignment, between Delphi Automotive Systems Human Resources, LLC, Bank of America N.A., Automotive Air Charter, Inc., and Pentastar Aviation, LLC, dated Nov. 27, 2001 and Dec. 16, 2003

167. Challenger Agreement with Bank of America N.A., dated March 30, 2001
168. Charter Agreement between Delphi Automotive Systems Human Resources, LLC and Automotive Air Charter, Inc., dated Nov. 26, 2001
169. Aircraft Management Agreement between Delphi Automotive Systems Human Resources, LLC and Pentastar Aviation, LLC, dated Nov. 26, 2001
170. Consent to Aircraft Management Agreement and Charter Agreement and Assignment, between Delphi Automotive Systems Human Resources, LLC, Bank of America N.A., Automotive Air Charter, Inc., and Pentastar Aviation, LLC, dated Nov. 27, 2001 and Dec. 16, 2003
171. Eagle Services Plan Agreement No. 0692-01 between Delphi Automotive Systems Human Resources LLC and Pratt & Whitney Canada Corp. dated January 31, 2002
172. Learjet Smart Parts Plus Agreement SP-60237-61 between Delphi Automotive Systems Human Resources LLC and Learjet Inc. dated February 11, 2002
173. Smart Parts Plus Agreement Contract #SP-5498-61 between Delphi Automotive Systems Human Resources LLC and Bombardier Inc.
174. CF34 Maintenance Cost Per Hour ("MCPH") Engine Service Agreement Reference Number ESI-01-0763C between Delphi Automotive Systems Human Resources LLC and GE Engine Services, Inc. dated February 21, 2002.
175. Warehouse Lease between Delphi Automotive Systems LLC and Donald R. and Sarah E. Sweeton, dated Dec. 22, 1999 and subsequently amended, with most recent amendment, the Fourth Amendment, dated Dec. 10, 2004
176. Master Goods Agreement between Delphi Corporation and Apple Computer Inc. dated May 1, 2004.
177. Lease Agreement (GM 91A-5) and Lease Supplements (GM 91A-5A and 91A-5C) between Delphi Automotive Systems LLC (as assignee of General Motors Corporation) and Comerica Bank (as Owner Participant) dated September 27, 1991.
178. All Change In Control Agreements between the Debtors and any person entered into prior to the Petition Date.
179. All Employment Agreements between the Debtors and any person entered into prior to the Petition Date.
180. Tacoma-Corolla Consulting and Technical Support Agreement between Delphi Automotive Systems LLC and The Furukawa Electric Co., Ltd. dated June 28, 2005.

181. Intellectual Property License, Restricted Use, and Technical Assistance Agreement among Delphi Technologies, Inc., Delphi Automotive Systems LLC and The Furukawa Electric Co. Ltd.

**This second amended Exhibit 8.1(a) amends the versions filed on July 2, 2009 and July 20, 2009.** Subject to the Master Disposition Agreement, the Debtors reserve the right to file a motion on or before the Modification Approval Date to reject any executory contract or unexpired lease. In addition, the Debtors reserve the right to **further** amend, modify, supplement, or otherwise change Exhibit 8.1(a) on or before the Modification Approval Date.